

CERTIFICATE OF TRUST AGREEMENT

WHEREAS, Joanne Marie Forzani Ward, as Trustor and as Trustee, executed that certain Trust Declaration establishing The Joanne Marie Forzani Ward Family Trust for the purposes of holding and administering the trust estate created thereunder, which trust estate includes certain real property located in the State of Mississippi; and

NOW, THEREFORE, in accordance with Section 91-9-7 of the Mississippi Code of 1972, as amended, Joanne Marie Forzani Ward, as Trustor and as Trustee, of The Joanne Marie Forzani Ward Family Trust hereby files this Certificate of Trust in lieu of the Trust Agreement, and certify as follows:

I. Name of Trust:

The Joanne Marie Forzani Ward Family Trust

II. Name, Street and Mailing Address of the office of Trustee:

7235 Davidson Road, Olive Branch, Mississippi

III. Name, Street and Mailing Address of Grantor:

7235 Davidson Road, Olive Branch, Mississippi

IV. Legal Description of real property owned by Trust:

See Exhibit "A" attached hereto and made a part hereof

IV. General powers granted to the Trustee under The Joanne Marie Forzani Ward Family Trust:

"All Trustees and Successors Trustees shall have the continuing power to deal with any property, real, personal or mixed, held in the Trust, independently, and without the prior or subsequent approval of any court or judicial authority, and no person dealing with the Successor Trustees shall be required to inquire into the propriety of their acts. Without in any way limiting the generality of the foregoing, the Trustees shall have the following specific powers and authority:

A. To sell, exchange, assign, transfer and convey any security or property, real or personal, held in the Trust, at public or private sale, at such time and price and upon such terms and conditions (including credit) as the Trustee may determine.

B. The Trustee is empowered and specifically authorized to invest and reinvest trust funds, including the right to buy, sell and deal in stocks, bonds, limited partnerships, U.S. Government Securities, all forms of managed accounts, mortgages, notes, mutual funds or other property or any kind, real or personal. The Trustee is also specifically empowered to maintain margin accounts. Any Successor Trustee serving hereunder shall have all of the above powers.

C. The Trustee shall have the power to do any and all acts and things, and to execute any and all written documents with respect to any property at any time held hereunder, which the Trustees would be entitled to do were such property owned by absolutely by the Trustees.

D. To make withdrawals of income or principal and make payments in the way of gifts to a third party and to direct payment of assets to a third party from that portion of the Trust know as the Martial Trust;

E. In addition to all the powers herein granted, said Trustees shall have all those fiduciary powers set forth in Tennessee Code Annotated 35-50-110, said provisions being incorporated herein by reference."

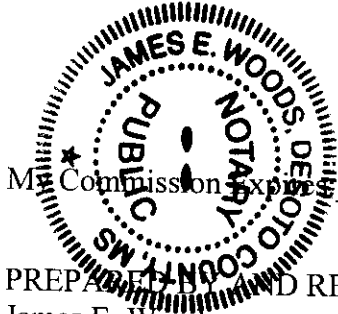
IT WITNESS WHEREOF, Joanne Marie Forzani Ward, as Trustor and Trustee of The Joanne Marie Forzani Ward Family Trust execute this Certificate of Trust on this the 17 day of August, 2005.


JOANNE MARIE FORZANI WARD,
TRUSTOR AND TRUSTEE

STATE OF MISSISSIPPI

COUNTY OF DESOTO

Personally appeared before me, the undersigned authority in and for the said county and state, on this 12th day of August, 2005, within my jurisdiction, the within named Joanne Marie Forzani Ward, in her official capacity as Trustor and as Trustee, who was duly identified before me and who acknowledged that he/she executed the above and foregoing Certificate of Trust Agreement, as Grantor of The Joanne Marie Forzani Ward Family Trust, for the purposes therein stated.



[Signature]
NOTARY PUBLIC

2-17-07

PREPARED AND RETURN TO:

James E. Woods

WATKINS LUDLAM WINTER & STENNIS, P.A.

P. O. Box 1456

Olive Branch, MS 38654

(662) 895-2996

EXHIBIT A

Tract I:

Lot 1 of the Burford 20 acres tract in part of the Southeast quarter of Section 25, Township 1 South, Range 7 West, Desoto County, MS. BEGINNING at the intersection of the north line of the south half of the southeast quarter of Section 25, Township 1 South, Range 7 West and the centerline of Davidson Road said point being the northeast corner of the Burford tract and being a point 1330.6 feet north of the centerline of Goodman Road; thence south 87 deg. 17' west, 934.0 feet along the north line of the Burford tract to a point; thence South 3 deg. 00' East 233.5 feet along the west line of the 20 acre tract to a point; thence north 87 deg. 17' east 934.0 feet to a point in Davidson Road; thence north 3 deg. 00' west 233.5 feet to the point of beginning and containing 5.0 acres including Davidson Road. All bearings are magnetic, BEING IN THE SOUTHEAST QUARTER OF OF THE SOUTHEAST QUARTER SECTION.

Less + Except:

1.79, more or less, acre tract of land being known as Lot 1 of Ward Minor Subdivision, being located in part of the southeast quarter of the southeast quarter of Section 25, Township 1 South, Range 7 West, Desoto County, Mississippi and is further described as follows:

Beginning at a "PK Nail" (set) in Davidson Road said nail being north 02 degrees 59 minutes 56 seconds west 1330.60 feet from the southeast corner of said section; thence south 87 degrees 21 minutes 09 seconds west 53.00 feet to a 1" pipe set on the west right of way of said road; thence south 02 degrees 59 minutes 56 seconds east 207.44 feet along said right of way to a 1" pipe set; thence south 87 degrees 17 minutes 00 seconds west 375.42 feet to a 1" pipe set; thence north 02 degrees 38 minutes 51 seconds west 207.89 feet to a 1" pipe set; thence north 87 degrees 21 minutes 09 seconds east 374.15 feet to a 1" pipe set being the point of beginning containing 1.79, more or less, acres (77,828 more or less, square feet) of land being subject to all codes, regulations and revisions, subdivison covenants, easements, and rights of way of record.

Tract II:

Lot 2 of the Burford 20 acre tract in part of the Southeast Quarter of Section 25, Township 1 South, Range 7 West, Desoto County, MS BEGINNING at the intersection of the north line of the South half of the southeast quarter of Section 25, Township 1 South, Range 7 West, and the centerline of Davidson Road, said point being the northeast corner of the Burford tract and being a point 1330.6 feet North of the centerline of Goodman Road; thence South 3 deg. 00' east 233.5 feet to the southeast corner of Lot 1 of said tract and the point beginning of the following Lot 2; thence south 87 deg. 17' west 934.0 feet to the southwest corner of said Lot 1 of the Burford tract; thence south 3 deg. 00' east 233.5 feet along the west line of said 20 acre tract to a point; thence north 87 deg. 17' east 934.0 feet to a point in Davidson Road; thence north 3 deg. 00' west 233.5 feet to the point of beginning and containing 5.0 acres including Davidson Road. All bearings are magnetic, BEING IN SOUTHEAST QUARTER OF THE SOUTHEAST QUARTER.